

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ALLIANCE FOR OPEN SOCIETY
INTERNATIONAL, *et al.*

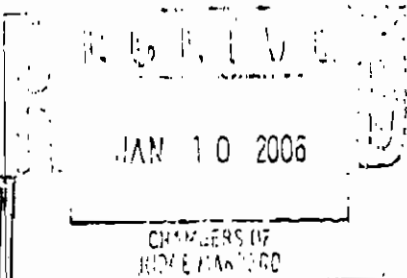
Plaintiffs,

v.

UNITED STATES AGENCY FOR INTERNATIONAL
DEVELOPMENT *et al.*

Defendants.

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**STIPULATION AND
ORDER**

WHEREAS Plaintiffs Alliance for Open Society International, Inc. ("AOSI") and Open Society Institute ("OSI") commenced this action against United States Agency for International Development and Andrew S. Natsios, in his official capacity as its Administrator (collectively, "USAID");

WHEREAS on December 5, 2005, Plaintiffs filed an Amended Complaint adding Pathfinder International ("Pathfinder International") as a plaintiff, and the United States Department of Health and Human Services, Michael O. Leavitt, in his official capacity as Secretary of Health and Human Services, the United States Centers for Disease Control and Prevention ("CDC"), and Julie Louise Gerberding, in her official capacity as the Director of CDC (collectively, "HHS"), as defendants:

WHEREAS on December 7, 2005, Plaintiff Pathfinder International served its motion for a preliminary injunction, which was electronically filed with the Court on December 8, 2005;

IT IS HEREBY STIPULATED AND AGREED by and between Plaintiff Pathfinder International and HHS as follows:

1. During the pendency of Pathfinder International's motion for a preliminary

injunction, Pathfinder International will in good faith not take any action that it thinks violates the United States Leadership Against HIV/AIDS, Tuberculosis, and Malaria Act of 2003, 22 U.S.C. § 7631(f) (the "Act"), CDC Funding Opportunity numbers 04263, 04208, and 04256, and Pathfinder International's related representations.

2. Notwithstanding Pathfinder International's view as to whether it violated the Act, if HHS, including its staff divisions or operating divisions, determines that Pathfinder International has violated the Act, HHS will provide Pathfinder International with 14 days notice before taking any action to redress the violation.

3. Notwithstanding Pathfinder International's view as to whether it has violated the "Prostitution and Related Activities" section of CDC Funding Opportunity numbers 04263, 04208, and 04256 and its related representations, if HHS, including its staff divisions and operating divisions, determines that Pathfinder International has violated the provisions of the funding opportunity notices or its related representations, HHS will notify Pathfinder International 14 days in advance of taking any action to redress the violation.

4. Nothing in this Stipulation will prejudice the defenses of HHS, or any of its agencies, in this lawsuit or in any legal proceeding related to the same subject, including that the Act is constitutional, that the HHS construction of the Act is proper, or any other defenses to the complaint or the motion for a preliminary injunction.

Dated: New York, New York
January 9, 2006

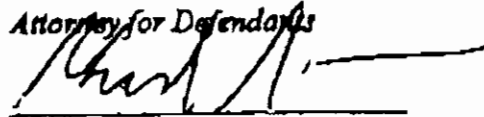


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Dated: New York, New York
January 9, 2006

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SO ORDERED: 12 January 2006


UNITED STATES DISTRICT JUDGE
Victor Marrero